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Beatrice Foods

March 14, 1988

Ms. Barbara Newman, Project Manager
Massachusetts Superfund Section
Waste Management Division
U. S. Environmental Protection Agency
J.F.K. Building, HRS-CAN-2
Boston, MA 02203

Re: Request for Information Pursuant to Section 104 of
CERCLA and Section 3007 of RCRA, for certain activities
occurring at the Wildwood Conservation Corporation
property and the Wedel Corporation property, located on
Salem Street in Woburn, Massachusetts, referred to as
"the Facility"

Dear Ms. Newman:

The following is the response, in accordance with an
agreement with Ms. Gretchen Muench, to certain of the questions in
the Request for Information directed to Donald Kelly, Chairman,
Beatrice Foods Corp., dated February 22, 1988. Please note that
Beatrice Foods Co. no longer exists. Pursuant to an agreement
with Gretchen Muench, the Information Request will be treated as
if it had been directed to Beatrice Company. The corporate
relationships have been outlined by separate letter to Ms. Muench.

Without waiving additional objections to the questions which
it is not answering in this response, Beatrice Company objects to
the instruction contained in the Information Request purporting to
impose upon Beatrice an obligation of indefinite duration to
supplement this response should any information not presently
known or available to Beatrice become known or available at any
time in the future. Beatrice contests EPA's authority to impose
such an undue and continuous burden upon Beatrice Company. Should
EPA make a specific request for supplementation at any time after
receiving this response, Beatrice Company will respond
appropriately.

Beatrice Company also objects to the definition of the terms
"you" and "respondent" insofar as it purports to include



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contractors of Beatrice. "Contractors" are by definition not agents or employees of Beatrice. Beatrice Company further objects to the definition of the term "materials" as vague and overbroad. As defined, the term "materials" literally encompasses any tangible substance.

Beatrice further does not interpret the requests as requiring it to identify further Woodward-Clyde or its employees, a contractor retained by Beatrice Foods Co.'s counsel, which has previously supplied the EPA with information and reports regarding the property now owned by the Wildwood Conservation Corp.

Question No. 1: Identify the person(s) answering these Questions on behalf of Respondent.

Response No. 1: These questions were answered by Carol Coghlan Gavin, Senior Litigation Counsel, Beatrice Company, with the assistance of counsel. Ms. Gavin's addresses are as follows:

Business: 2 North LaSalle Street
Chicago, Illinois 60602
(312) 558-4033

Home: 9607 South Oakley
Chicago, Illinois 60643
(312) 233-1060

Question No. 2: For each and every Question contained herein, identify all persons consulted in the preparation of the answer.

Response No. 2: Questions 1, 2, 3, 4, 8, 9, 10, 13, 22, 23, 24, 25, 26: Carol Coghlan Gavin (see Answer to Question 1).

Question 21: W. Michael Flaharty, Claims Manager, Beatrice Company.

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Question No. 3: For each and every Question contained herein, identify all documents consulted, examined, or referred to in the preparation of the answer and provide true and accurate copies of all such documents.

Response No. 3: Beatrice objects to identifying the documents as being unnecessary and unduly burdensome. Instead, Beatrice will furnish copies of documents consulted, examined or referred to with this response, if located, or at a later time after they have been located.

Question No. 4: List the EPA RCRA Identification Numbers of the Respondent, if any.

Response No. 4: Beatrice does not have any EPA RCRA Identification Numbers relating to the Facility.

Question No. 8: Identify all prior owners of the Facility.

Response No. 8: The Wildwood Conversation Corporation property and the Wedel Corporation property were both owned by the John J. Riley Company prior to acquisition by Beatrice. Beatrice believes that the Wildwood Conservation property was owned by the City of Woburn prior to its acquisition by the John J. Riley Company. Prior to ownership by the John J. Riley Company, Beatrice believes that the Wedel property was owned by John Reardon & Sons and John Akeson.

Question No. 9: Identify the dates of ownership by you of the Facility.

Response No. 9: On or about December 28, 1978, the John J. Riley Company, a Massachusetts Corporation, was merged with and into Beatrice Foods Co. pursuant to an Agreement and Plan of

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Reorganization dated August 24, 1978. A copy of the Agreement is attached. On January 1, 1983, Beatrice Foods Co. sold the various assets of its John J. Riley Co. division. A copy of the Asset Purchase Agreement is attached.

Question No. 10: Identify all operators and lessors during the period you owned the Facility.

Response No. 10: John J. Riley Company, a division of Beatrice Foods Co., operated the tannery. Office space may have been leased to Amdur Leather Co., Braude Brothers Tanning Co. and/or Moran Leather Co.

Question No. 13: Describe the nature of the business that occurred at the Facility during the time you owned it.

Response No. 13: There was no business conducted on the property owned by Wildwood Conservation Corp. The nature of the business at the tannery was the tanning of cowhides.

Question No. 21: Identify all liability insurance policies held by Respondent. In identifying such policies, state:

- a. The name and address of each insurer and of the insured;
- b. The amount of coverage under each policy;
- c. The commencement and expiration dates for each policy;
- d. Whether or not the policy contains a "pollution exclusion" clause; and
- e. Whether or not the policy covers sudden, nonsudden or both types of accidents.

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In lieu of providing this information, you may submit complete copies of all insurance policies that may cover the release or threatened release of hazardous materials.

Response No. 21: Attached is a list of liability insurance policies currently owned by Beatrice Company and a list of those policies owned during the period December 28, 1978 - January 1, 1983. Copies of the primary and first layer excess policies which have been located are being supplied herewith. Beatrice is providing these policies and the information contained therein under a claim of confidentiality pursuant to all applicable statutes and regulations. If the EPA requests additional policies, Beatrice will provide copies to the extent they are available.

Question No. 22: Provide all financial statements for the past five fiscal years, including, but not limited to, those filed with the Federal and State Internal Revenue Service and Securities and Exchange Commission.

Response No. 22: Beatrice objects to providing all financial statements on the grounds of undue burden. Beatrice has attached Forms 10-K for fiscal years 1983, 1984, 1985, 1986 and 1987; Form 10-Q for the quarter ending 8/31/87; and Form 8-K dated July 2, 1987. Beatrice will submit any financial statements filed with the State and Federal Internal Revenue Service after they have been located, if requested.

Question No. 23: Identify all of Respondent's current assets and liabilities and the person(s) who currently own or are responsible for such assets and liabilities.

Response No. 23: This information is contained in the documents provided in response to Questions No. 22 and No. 26.

Question No. 24: Identify all subsidiaries and parent corporations of Respondent.

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Response No. 24: There are no parent corporations. See the attached list of current subsidiaries of Beatrice Company. The shareholders of Beatrice Company are on a separate list, also attached.

Question No. 25: Provide a copy of the most current Articles of Incorporation and By-Laws of Respondent.

Response No. 25: See attached copies of Articles of Incorporation and By-Laws.

Question No. 26: Identify the managers and majority shareholders of Respondent and the nature of their management duties or amount of shares held respectively.

Response No. 26: See answer to Question No. 24 for list of shareholders. A list of the current officers is attached.

WESTERN
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BEATRICE COMPANY

Response No. 24

BEATRICE COMPANY SUBSIDIARIES

As of February 29, 1988

<u>Corporate Name</u>	<u>State or Country of Incorporation</u>
BCI Consumer Products Corporation	Delaware
BCI Weskem, Inc.	Delaware
Estech, Inc.	Delaware
Estech of Japan, Inc.	Japan
Weskem, Inc.	Nebraska
International Jensen Incorporated	Delaware
FujiCone, Inc. (50% owned).....	Delaware
Jensen Sound Laboratories-International, Inc.	Delaware
Rusty Jones, Inc.	Delaware
Beatrice Finance N.V.	Neth. Antilles
Beatrice Foods Co. (name holding company)	Delaware
Beatrice Foods Finance Europe B.V. (50% owned)	Neth. Antilles
Beatrice Foods Overseas Finance N.V.	Neth. Antilles
Beatrice Foods Finance Europe B.V. (50% owned)	Neth. Antilles
Beatrice Holdings Inc.	Delaware
Beatrice Bakeries Inc.	Delaware
Southern Bakeries, Inc.	Delaware
Beatrice Properties Inc.	Delaware
Beatrice U.S. Food Corp.	Delaware
BCI Divestiture, Inc.	Delaware
American Industries Insurance Co. Ltd.	Bermuda
Beatrice Scientific Co.	Delaware
Beatrice U.S. Food International Sales Corp.	Virgin Islands
BFC Corporation	Delaware
Elite Sounds, Inc.	New York
Eschem Canada Inc.	Canada
Estech Investments, Inc.	Delaware
DRE Interstate Aviation, Inc.	Delaware
Radial Credit Services, Inc.	Delaware
Risk Resources, Ltd.	Bermuda
Verglass Corporation	Delaware
Estronics, Inc.	Delaware
Comark, Inc.	Delaware
Gam Fashions, Inc.	Delaware
Georgeland Corporation	Maryland
Jan-U-Wine Foods, Inc. (name holding company)	California
McCall Corporation	Delaware
Delaware Dry Goods Co.	Delaware
Inman Enterprises, Inc.	Delaware
NSGCP, Inc.	Delaware
Peninsula Lithograph Co., Inc.	Delaware
MKC Corp.	Georgia
Norton Simon Communications, Inc.	Delaware
Norton Simon International Sales Corp.	Delaware
Norton Simon Properties, Inc.	Delaware
Scoco, Inc.	Delaware
Snacks Research Corp.	Illinois

<u>Corporate Name</u>	<u>State or Country of Incorporation</u>
(BCI Divestiture, Inc. subsidiaries continued)	
Swift & Company (name holding company)	Delaware
Swift & Company (KY)	Kentucky
Swift & Company (NJ)	New Jersey
Tansi Productions, Inc.	Delaware
The McCall Leasing Company	Delaware
Threaders, Inc.	Delaware
Beatrice Cheese, Inc.	Delaware
County Line Cheese Co., Inc.	Indiana
Swissrose International, Inc.	New Jersey
L.L. Cheese Co., Inc.	Delaware
Beatrice Financial Services, Inc.	Delaware
Berliner & Marx, Inc.	Delaware
Tropicana Products, Inc.	Delaware
B & H Projects, Inc.	Florida
Progress Service, Inc.	Florida
Tropicana Products Sales, Inc.	Delaware
Tropicana Transportation Corp.	Delaware
Tropicana Products (Europe) GmbH	Germany
BPS (Delaware), Inc.	Delaware
BCI Aviation, Inc.	Delaware
FRC Holding Inc., II	Delaware
FRC Holding Inc., III	Delaware
Esmark Investments, Inc.	Delaware
FRC Holding Inc., VI	Delaware
Georgetown Interstate Aviation, Inc.	Delaware
Norton Simon, Inc.	Delaware
Hunt Foods and Industries, Inc.	Delaware
Beatrice/Hunt-Wesson, Inc.	Delaware
CUSF Company	Delaware
677901 Ontario Ltd.	Canada
Aliments Beatrice Quebec Inc.	Quebec
Food Producers (Canada) Ltd.	Ontario
Hunt-Universal Robina Corp. (50% owned)	Philippines
Hunt-Wesson Foods International, Ltd.	Delaware
Nippon B-K Foods, Ltd. (50% owned)	Japan
Norton Simon Canada Inc.	Canada
Valencia Advertising Co.	Delaware
Winters Canning Company	California
Rossbay, Inc.	Ohio
The Hunt Center, Inc.	California
Swift-Eckrich, Inc. (formerly Swift & Company)	Delaware
Beatrice Meats, Inc.	Delaware
Blue Coach Foods, Inc.	Delaware
Commercial Research Foundation	Illinois
Swift & Company Packers	Nevada

3/10/87

COMMON STOCKHOLDERS OF
BCI HOLDINGS CORPORATION

<u>Name</u>	<u>Number of Shares</u>	<u>Certificate Number</u>	<u>Date of Certificate</u>
Roger T. Briggs	105,000	4	4-17-86
Donald P. Kelly	1,040,000	5	4-17-86
Frederick B. Rentschler	140,000	6	4-17-86
Joel E. Smilow	140,000	7	4-17-86
BCI Associates, L.P.	45,737,310	8	4-17-86
BCI Associates II, L.P.	1,036,800	9	4-17-86
KKR Partners II, L.P.	306,249	10	4-17-86
BCI Securities, L.P.	32,919,641	11	4-17-86
William E. Reidy	42,500	12	6-30-86
William P. Carmichael, trustee of William P. Carmichael Trust dtd. 4/1/85	10,000	14	6-30-86
Albert J. Crosson	20,000	15	9-18-86
John W. Grant	20,000	16	9-18-86
John F. Stollsteimer	10,000	19	9-18-86
Robert H. Burns	7,500	20	9-18-86
Robert L. Soran	7,500	22	9-18-86
Frank L. Butler	5,000	23	9-18-86
James F. Frawley	5,000	24	9-18-86
Robert F. Maddocks	5,000	25	9-18-86
Harold J. Warner	5,000	27	9-18-86
Loren A. Webster	5,000	28	9-18-86
James M. Snodgrass	20,000	29	9-18-86
Malcolm Candlish	4,000	30	9-18-86

<u>Name</u>	<u>Number of Shares</u>	<u>Certificate Number</u>	<u>Date of Certificate</u>
James A. Fischer	4,000	31	9-18-86
William A. Heimerdinger	4,000	32	9-18-86
I. Donald Rosuck	4,000	33	9-18-86
Richard J. Pigott	20,000	34	9-18-86
Chance Bahadur	10,000	35	9-18-86
John S. Corcoran	10,000	36	9-18-86
Karl M. Becker	7,500	37	9-18-86
William L. Chambers	7,500	38	9-18-86
Arthur J. Peever	7,500	39	9-18-86
Robert C. Dorney	4,000	40	9-18-86
Leroy O. Lochmann	20,000	41	9-18-86
F. Edward Gustafson	<u>10,000</u>	42	9-18-86

TOTAL ISSUED AS OF 3/10/87	81,700,000
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BEATRICE COMPANY

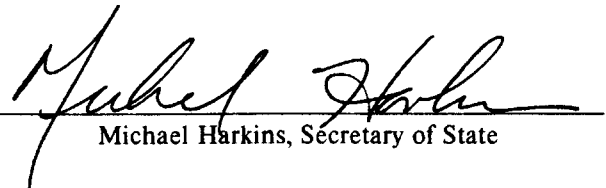
Response No. 25

State of Delaware

**Office of Secretary of State**

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF KB PARENT CORPORATION
FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF OCTOBER, A.D. 1985,
AT 2 O'CLOCK P.M.

| | | | | | | | |


Michael Harkins, Secretary of State

AUTHENTICATION: 10635104

DATE: 10/15/1985

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CERTIFICATE OF INCORPORATION

OF

KB PARENT CORPORATION

FILED

OCT 15 1985 2PM

[Signature]
SECRETARY OF STATE

The undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Delaware General Corporation Law, hereby certifies that:

FIRST: The name of the Corporation is KB Parent Corporation.

SECOND: The registered office and registered agent of the Corporation is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock that the Corporation is authorized to issue is 1,000 shares of Common Stock, par value \$.01 each.

FIFTH: The name and address of the incorporator is John W. Carr, c/o Simpson Thacher & Bartlett, One Battery Park Plaza, New York, New York 10004.

SIXTH: The Board of Directors of the Corporation, acting by majority vote, may alter, amend or repeal the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation on October 14, 1985.

[Signature]
John W. Carr,
Incorporator

RECEIVED FOR RECORD

OCT 15 1985

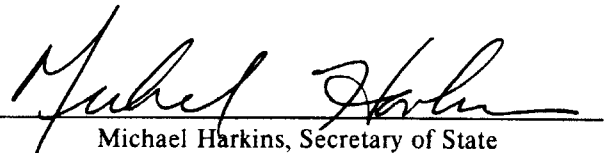
LEO J. DUGAN, Jr., Recorder



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF KB PARENT CORPORATION FILED IN THIS OFFICE ON THE FIFTH DAY OF NOVEMBER, A.D. 1985, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1


Michael Harkins, Secretary of State

AUTHENTICATION: 10652240

DATE: 11/05/1985

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NOV 5 1985

Michael H. Harkin
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF

KB PARENT CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is KB Parent Corporation.

2. The Certificate of Incorporation of the Corporation is hereby amended by deleting paragraph FIRST thereof in its entirety and by substituting in lieu thereof the following new paragraph FIRST:

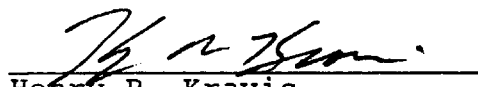
"FIRST: The name of the Corporation is BCI Holdings Corporation."

3. The amendment of the Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware, by the sole Director of the Corporation.

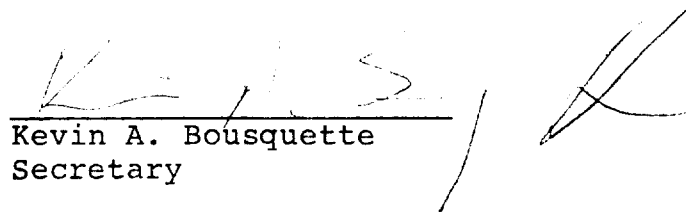
4. The amendment of the Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware, by the sole Stockholder of the Corporation.

5. This Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing with the Secretary of State of the State of Delaware.

Signed on November 4, 1985


Henry R. Kravis
President

Attest:

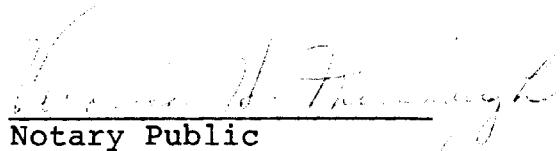

Kevin A. Bousquette
Secretary

ACKNOWLEDGEMENT

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 4th day of November 1985, before me, a Notary Public in and for the State and County aforesaid, personally appeared Henry R. Kravis, who is to me known to be the person named as the President in the foregoing Certificate of Amendment of Certificate of Incorporation of KB Parent Corporation, and who duly acknowledged to me that he signed said Certificate of Amendment as the President of said corporation.

Witness my hand and seal of office on the day and year aforesaid.


Notary Public

Commission expires: 3/30/86

(Notarial Seal)

RECEIVED FOR RECORD

NOV 5 1985

LEO J. DUGAN, Jr., Recorder

VERONICA H. MIMNAUGH
NOTARY PUBLIC, STATE OF NEW YORK
NO. 03-4761889
QUALIFIED IN BRONX COUNTY
COMMISSION EXPIRES MARCH 30, 1986

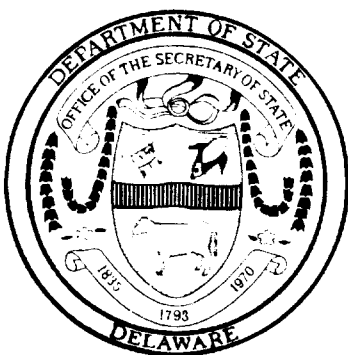


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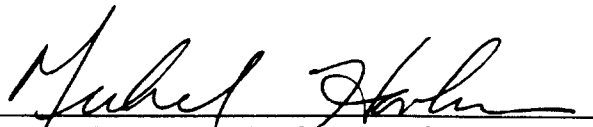
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF RESTATED CERTIFICATE OF INCORPORATION OF BCI HOLDINGS CORPORATION FILED IN THIS OFFICE ON THE ELEVENTH DAY OF FEBRUARY, A.D. 1986, AT 3:04 O'CLOCK P.M.

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Michael Harkins, Secretary of State

AUTHENTICATION: 10739085

DATE: 02/11/1986

3:04 P.M.

726042098

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RESTATED CERTIFICATE OF INCORPORATION
OF
BCI HOLDINGS CORPORATION

(Originally Incorporated Under the Name of
KB Parent Corporation)

(Duly Adopted in Accordance with Sections 242 and 245
of the General Corporation Law of the State of Delaware)

BCI Holdings Corporation, a corporation organized
and existing under the laws of the State of Delaware, hereby
certifies as follows:

That, the name of the Corporation is BCI Holdings
Corporation, that the Corporation was initially incorporated
under the name of KB Parent Corporation and that the date of
filing of its original Certificate of Incorporation with the
Secretary of State was October 15, 1985; and

That, the Board of Directors of the Corporation,
acting without a meeting pursuant to Section 141(f) of the
Delaware General Corporation Law, duly adopted a resolution
declaring advisable this amendment and restatement of the
Certificate of Incorporation; and

That, the sole stockholder of the Corporation
approved this restatement of the Certificate of
Incorporation by written consent in accordance with Section
228 of the Delaware General Corporation Law; and,
accordingly,

The text of the Certificate of Incorporation is
hereby amended and restated to read as herein set forth in
full:

FIRST: The name of the Corporation is
BCI Holdings Corporation (hereinafter referred to as the
"Corporation").

SECOND: The registered office and registered
agent of the Corporation in the State of Delaware is The
Corporation Trust Company, 1209 Orange Street, in the City
of Wilmington, County of New Castle, Delaware 19801.

THIRD: The purpose of the Corporation is to
engage in any lawful act or activity for which corporations
may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 450 million shares, consisting of 250 million shares of preferred stock, par value \$.01 per share (herein called the "Series Preferred Stock"), and 200 million shares of common stock, par value \$.01 per share (herein called the "Common Stock"). The Series Preferred Stock and Common Stock are sometimes herein collectively called "capital stock".

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of the classes of the capital stock, and of the authority with respect thereto expressly vested in the Board of Directors of the Corporation:

PART I SERIES PREFERRED STOCK

1. Authority. The Series Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and expressed herein or in a resolution or resolutions providing for the issue of such series, adopted by the Board of Directors as hereinafter provided.

2. Content of Board Resolutions. Authority is hereby expressly granted to the Board of Directors, subject to the provisions of this Article FOURTH, from time to time to authorize the issue of one or more series of Series Preferred Stock, and with respect to each such series to fix by resolution or resolutions providing for the issue of such series:

(i) The maximum number of shares to constitute such series and the distinctive designation thereof;

(ii) Whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(iii) The dividend rate, if any, on the shares of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of capital stock, and whether such dividends shall be cumulative or non-cumulative;

(iv) Whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to redemption, the times, prices, and other terms and conditions of such redemption;

(v) The relative rights of the holders of shares of such series upon the liquidation, dissolution or winding up of the Corporation;

(vi) Whether or not the shares of such series shall be subject to the operation of a retirement or sinking fund, and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(vii) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or of any other series of the same class, or any other securities, and if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same;

(viii) The limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation, of the Common Stock or any other class or classes of stock of the Corporation ranking junior to the shares of such series either as to dividends or upon liquidation;

(ix) The conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock (including additional shares of such series or of any other series or of any other class) ranking on a parity with or prior to the shares of such series as to dividends or distribution of assets on liquidation, dissolution or winding up; and

(x) Any other preference and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions thereof as shall not be inconsistent with this Section 2 to the full extent now or hereafter permitted by the laws of the State of Delaware.

3. Rankings. All shares of any one series of Series Preferred Stock shall be identical with each other in

all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends, if any, thereon shall be cumulative; and all shares of Series Preferred Stock shall rank senior to the Common Stock both as to dividends and upon liquidation.

4. Voting. Except as shall be otherwise stated and expressed herein or in the resolution or resolutions of the Board of Directors providing for the issue of any series and except as otherwise required by the laws of the State of Delaware, the holders of shares of Series Preferred Stock shall have, with respect to such shares, no right or power to vote on any questions or in any proceeding or to be represented at, or to receive notice of, any meeting of stockholders.

PART II COMMON STOCK

1. Dividends. Subject to the rights of the holders of Series Preferred Stock, the holders of Common Stock shall be paid dividends when and as declared by the Board of Directors of the Corporation out of the assets of the Corporation available for the payment of dividends to the extent permitted by law.

2. Voting Rights. Except as otherwise provided by law, holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation.

3. Preemption. Holders of shares of Common Stock shall not, as such, have any preemptive or other right to subscribe for or purchase any shares of capital stock of the Corporation of any class now or hereafter authorized or issued by the Corporation.

FIFTH: The Board of Directors of the Corporation, acting by a majority vote, may alter, amend or repeal the By-laws of the Corporation.

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IN WITNESS WHEREOF, BCI HOLDINGS CORPORATION has caused this certificate to be signed by Henry R. Kravis, its president, and attested by Kevin A. Bousquette, its secretary, this 11th day of February 1986.

BCI HOLDINGS CORPORATION

By: Henry R. Kravis
President

ATTEST:

By: Kevin A. Bousquette
Secretary

RECEIVED FOR RECORD
FEB 11 1986
LEO J. DUGAN, Jr., Recorder

THE CORPORATION TRUST COMPANY



Associated with CT Corporation System

CORPORATION TRUST CENTER
1209 ORANGE STREET
WILMINGTON, DEL. 19801
(302) 658-7581

MAILING ADDRESS:
P.O. BOX 631
WILMINGTON, DEL. 19899


SEP 15 1987

RE: BCI HOLDINGS CORPORATION

KEN KORANDA, ATTORNEY & ASSISTANT SECRETARY
BEATRICE COMPANIES, INC.
TWO NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60602

Attached for the permanent records of this corporation,
is the certified recorded copy of your document, which has
just been released by the Recorder of Deeds.

THE CORPORATION TRUST COMPANY


George J. Coyle
Assistant Vice-President

Enclosure

State of Delaware

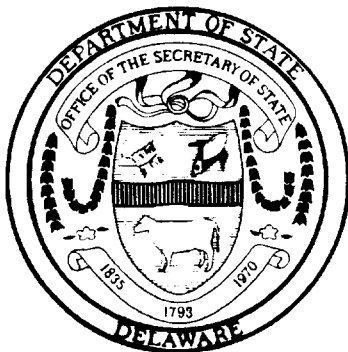
25531



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF BCI HOLDINGS CORPORATION
FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 1987, AT 10
O'CLOCK A.M.

| | | | |



877217030

A handwritten signature in cursive script, reading "Michael Harkins".

Michael Harkins, Secretary of State

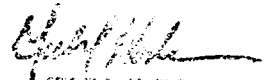
AUTHENTICATION: #1351613

DATE: 08/06/1987

FILED

10 AM
AUG 6 1987

CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF


NOTARY PUBLIC

BCI HOLDINGS CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BCI Holdings Corporation.
2. The Restated Certificate of Incorporation of the Corporation, as amended, is hereby further amended by adding a new Article SEVENTH thereto which shall be and read as follows:

"SEVENTH: CORPORATE OPPORTUNITIES

1. In recognition of the benefits to be derived by the Corporation through its continued contractual, corporate and business relations with E-II Holdings Inc., a Delaware corporation ("E-II") (including service of officers and directors of E-II as officers and directors of the Corporation), the provisions of this Article SEVENTH are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve officers and directors of E-II and the powers, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith.

2. In the event that a director or officer of the Corporation who is also a director or officer of E-II acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both the Corporation and E-II, such director or officer of the Corporation (a) shall have fully satisfied and fulfilled the fiduciary duty of such director or officer to the Corporation and its stockholders with respect to such corporate opportunity, (b) shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of the fact that E-II pursues or acquires such corporate opportunity for itself or directs such corporate opportunity to another person or does not communicate information regarding such corporate opportunity

to the Corporation, (c) shall be deemed to have acted in good faith and in a manner such person reasonably believes to be in and not opposed to the best interests of the Corporation for the purposes of Article SIXTH and the other provisions of the Restated Certificate of Incorporation of the Corporation, as amended, and (d) shall be deemed not to have breached his or her duty of loyalty to the Corporation or its stockholders and not to have derived an improper personal benefit therefrom for the purposes of Article SIXTH and the other provisions of the Restated Certificate of Incorporation of the Corporation, as amended, if such director or officer acts in a manner consistent with the following policy:

(i) A corporate opportunity offered to any person who is an officer of E-II, and who is also a director but not an officer of the Corporation, shall belong to E-II unless such opportunity is expressly offered to such person in writing solely in his capacity as a director of the Corporation, in which case such opportunity shall belong to the Corporation;

(ii) a corporate opportunity offered to any person who is a director but not an officer of E-II and who is also a director or officer of the Corporation shall belong to E-II only if such opportunity is expressly offered to such person in writing solely in his capacity as a director of E-II, and otherwise shall belong to the Corporation; and

(iii) a corporate opportunity offered to any person who is an officer of both E-II and the Corporation shall belong to E-II, unless such opportunity is expressly offered to such person in writing solely in his capacity as an officer of the Corporation in which case such opportunity shall belong to the Corporation.

3. For the purposes of this Article SEVENTH, "corporate opportunities" shall include, but not be limited to, business opportunities which the Corporation is financially able to undertake, are, from their nature, in the line of the Corporation's business and are of practical advantage to it, are ones in which the Corporation has an interest or a reasonable expectancy, and in which, by embracing the opportunities, the self-interest of E-II will be brought into conflict with that of the Corporation.

4. For purposes of this Article SEVENTH:

(a) The "Corporation" shall include all successors to the Corporation by way of merger, consolidation or sale of all or substantially all of its assets, and all corporations, partnerships, joint ventures, associations and other entities in which the Corporation owns (directly or indirectly) fifty percent or more of the outstanding voting stock, voting power, partnership interests or similar ownership interests; and

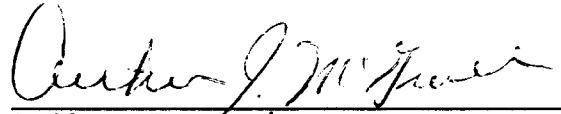
(b) "E-II" shall include all corporations, partnerships, joint ventures, associations and other entities in which E-II owns (directly or indirectly) fifty percent or more of the outstanding voting stock, voting power, partnership interests or similar ownership interests."

3. The further amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 242 and 141(f) of the General Corporation Law of the State of Delaware, by the unanimous written consent of the Board of Directors of the Corporation.

4. The amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware, by the written consent of a majority of the Stockholders of the Corporation; and the written notice has been given as required in Subsection 228(c) of the General Corporation Law of the State of Delaware.

5. This Certificate of Amendment of the Restated Certificate of Incorporation shall be effective upon filing with the Secretary of State of the State of Delaware

DATED: August 3, 1987



Arthur J. McGivern
Vice President

Attest:



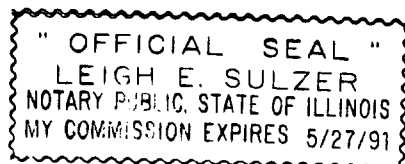
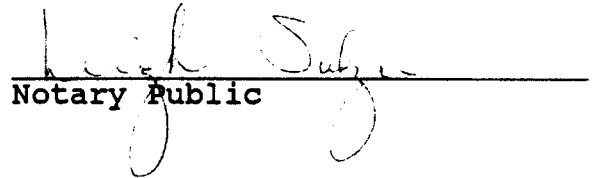
Kenneth A. Koranda
Assistant Secretary

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
COUNTY OF COOK) ss.:

On this 3rd day of August 1987, before me, a Notary Public in and for the State and County aforesaid, personally appeared Arthur J. McGivern, who is to me known to be the person named as the Vice President in the foregoing Certificate of Amendment of Restated Certificate of Incorporation of BCI Holdings Corporation, and who duly acknowledged to me that he signed said Certificate of Amendment as the Vice President of said corporation.

Witness my hand and seal of office on the day and year aforesaid.

Notary Public

RECEIVED FOR RECORD

AUG 10 1987



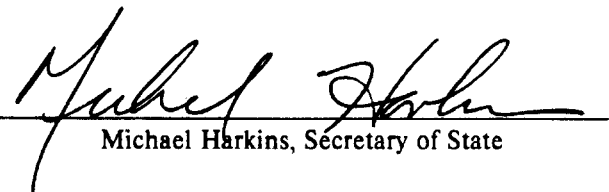
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF BCI HOLDINGS CORPORATION FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 1986, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1



862200075


Michael Harkins, Secretary of State

AUTHENTICATION: 10908553

DATE: 08/08/1986

CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BCI HOLDINGS CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BCI Holdings Corporation.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by adding a new article SIXTH thereto which shall be and read as follows:

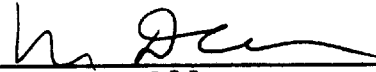
"SIXTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director."

3. The amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, at a meeting of the Board of Directors of the Corporation.

4. The amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware, by a majority of the Stockholders of the Corporation.

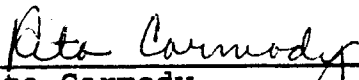
5. This Certificate of Amendment of the Restated Certificate of Incorporation shall be effective upon filing with the Secretary of State of the State of Delaware.

Signed on August 7th, 1986



Mary D. Allen
Vice President

Attest:



Rita Carmody
Assistant Secretary

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 7th day of August 1986, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mary D. Allen, who is to me known to be the person named as the Vice President in the foregoing Certificate of Amendment of Restated Certificate of Incorporation of BCI Holdings Corporation, and who duly acknowledged to me that she signed said Certificate of Amendment as the Vice President of said corporation.

Witness my hand and seal of office on the day and year aforesaid.



Notary Public

Commission expires: June 26, 1988

(Notarial Seal)

State of Delaware

PAGE 1

COPY



FILED

AUG 6 1986

SECRETARY OF STATE

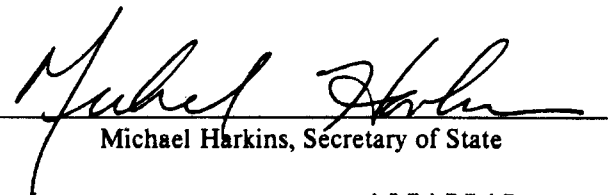
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF BCI HOLDINGS CORPORATION FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 1986, AT 10 O'CLOCK A.M.

| | | | | | | | |



736231020


Michael Harkins, Secretary of State

AUTHENTICATION: 10919269

DATE: 08/19/1986

CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF
BCI HOLDINGS CORPORATION

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BCI Holdings Corporation.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by adding a new article SIXTH thereto which shall be and read as follows:

"SIXTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director."

3. The amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, at a meeting of the Board of Directors of the Corporation.

4. The amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware, by a majority of the Stockholders of the Corporation.

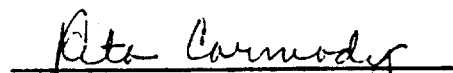
5. This Certificate of Amendment of the Restated Certificate of Incorporation shall be effective upon filing with the Secretary of State of the State of Delaware.

Signed on August 7th, 1986



Mary D. Allen
Vice President

Attest:


Rita Carmody
Assistant Secretary

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 7th day of August 1986, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mary D. Allen, who is to me known to be the person named as the Vice President in the foregoing Certificate of Amendment of Restated Certificate of Incorporation of BCI Holdings Corporation, and who duly acknowledged to me that she signed said Certificate of Amendment as the Vice President of said corporation.

Witness my hand and seal of office on the day and year aforesaid.


Notary Public

Commission expires: June 26, 1988

(Notarial Seal)

THE CORPORATION TRUST COMPANY



Associated with CT Corporation System

CORPORATION TRUST CENTER
1209 ORANGE STREET
WILMINGTON, DEL. 19801
(302) 658-7581

SEP 3 1986

MAILING ADDRESS:
P.O. BOX 631
WILMINGTON, DEL. 19899

RE: BCI HOLDINGS CORPORATION

MS. RITA CARMODY
BEATRICE COMPANIES, INC.
TWO NORTH LASALLE STREET
CHICAGO, ILLINOIS 60602

Attached for the permanent records of this corporation,
is the certified recorded copy of your document, which has
just been released by the Recorder of Deeds.

THE CORPORATION TRUST COMPANY


George J. Coyle
Assistant Vice-President

Enclosure

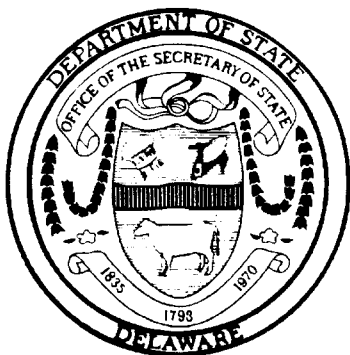
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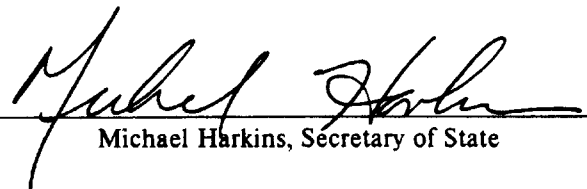
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF BCI HOLDINGS CORPORATION FILED IN THIS OFFICE ON THE EIGHTH DAY OF AUGUST, A.D. 1986, AT 10 O'CLOCK A.M.

1 1 1 1 1 1 1 1 1 1



862200075


Michael Harkins, Secretary of State

AUTHENTICATION: 10908552

DATE: 08/08/1986

CERTIFICATE OF AMENDMENT OF
RESTATED CERTIFICATE OF INCORPORATION
OF

FILED

BCI HOLDINGS CORPORATION

AUG 8 1986

10 AM


SECRETARY

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is BCI Holdings Corporation.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by adding a new article SIXTH thereto which shall be and read as follows:

"SIXTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director."

3. The amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, at a meeting of the Board of Directors of the Corporation.

4. The amendment of the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted, pursuant to the provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware, by a majority of the Stockholders of the Corporation.

5. This Certificate of Amendment of the Restated Certificate of Incorporation shall be effective upon filing with the Secretary of State of the State of Delaware.

Signed on August 7th, 1986

M. Allen
Mary D. Allen
Vice President

Attest:

Rita Carmody
Rita Carmody
Assistant Secretary

ACKNOWLEDGEMENT

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

RECEIVED FOR RECORD
AUG 12 1986
LEO J. LUGAN, Jr., Recorder

On this 7th day of August 1986, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mary D. Allen, who is to me known to be the person named as the Vice President in the foregoing Certificate of Amendment of Restated Certificate of Incorporation of BCI Holdings Corporation, and who duly acknowledged to me that she signed said Certificate of Amendment as the Vice President of said corporation.

Witness my hand and seal of office on the day and year aforesaid.

Christine R. Johnson
Notary Public

Commission expires: June 26, 1988

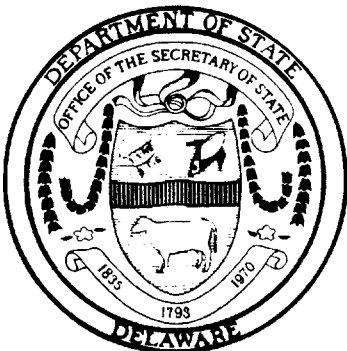
(Notarial Seal)



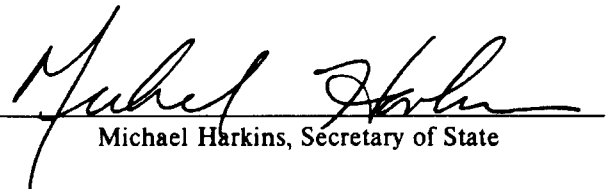
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE RESTATED CERTIFICATE OF INCORPORATION OF BCI HOLDINGS
CORPORATION FILED IN THIS OFFICE ON THE FOURTH DAY OF SEPTEMBER,
A.D. 1987, AT 9 O'CLOCK A.M.

|||||



877247114


Michael Harkins, Secretary of State

AUTHENTICATION: 11389306

DATE: 09/08/1987

**RESTATED CERTIFICATE OF INCORPORATION
OF**

BCI HOLDINGS CORPORATION

**(Originally Incorporated Under the Name of
KB PARENT CORPORATION on October 15, 1985)**

Pursuant to Sections 245 and 242 and 228 of the General Corporation Law of the State of Delaware.

FIRST: The name of the Corporation is Beatrice Company (hereinafter referred to as the "Corporation").

SECOND: The registered office and registered agent of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 450 million shares, consisting of 250 million shares of preferred stock, par value \$.01 per share (herein called the "Series Preferred Stock"), and 200 million shares of common stock, par value \$.01 per share (herein called the "Common Stock"). The Series Preferred Stock and Common Stock are sometimes herein collectively called "capital stock".

The following is a statement of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions thereof, in respect of the classes of the capital stock, and of the authority with respect thereto expressly vested in the Board of Directors of the Corporation:

PART I SERIES PREFERRED STOCK

1. **Authority.** The Series Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such powers, designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as are stated and expressed herein or in a resolution or resolutions providing for the issue of such series, adopted by the Board of Directors as hereinafter provided.

2. Content of Board Resolutions. Authority is hereby expressly granted to the Board of Directors, subject to the provisions of this Article FOURTH, from time to time to authorize the issue of one or more series of Series Preferred Stock, and with respect to each such series to fix by resolution or resolutions providing for the issue of such series:

(i) The maximum number of shares to constitute such series and the distinctive designation thereof;

(ii) Whether the shares of such series shall have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;

(iii) The dividend rate, if any, on the shares of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of capital stock, and whether such dividends shall be cumulative or non-cumulative;

(iv) Whether the shares of such series shall be subject to redemption by the Corporation, and, if made subject to redemption, the times, prices, and other terms and conditions of such redemption;

(v) The relative rights of the holders of shares of such series upon the liquidation, dissolution or winding up of the Corporation;

(vi) Whether or not the shares of such series shall be subject to the operation of a retirement or sinking fund, and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;

(vii) Whether or not the shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, or of any other series of the same class, or any other securities, and if so convertible or exchangeable, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same;

(viii) The limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or making of other distributions on, and upon the purchase, redemption or other acquisition by the Corporation, of the Common Stock or any other class or classes of stock of the Corporation ranking junior to the shares of such series either as to dividends or upon liquidation;

(ix) The conditions or restrictions, if any, upon the creation of indebtedness of the Corporation or upon the issue of any additional stock (including additional shares of such series or of any other series or of any other class) ranking on a parity with or prior to the shares of such series as to dividends or distribution of assets on liquidation, dissolution or winding up; and

(x) Any other preference and relative, participating, optional, or other special rights, and qualifications, limitations or restrictions thereof as shall not be inconsistent with this Section 2 to the full extent now or hereafter permitted by the laws of the State of Delaware.

3. Rankings. All shares of any one series of Series Preferred Stock shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends, if any, thereon shall be cumulative; and all shares of Series Preferred Stock shall rank senior to the Common Stock both as to dividends and upon liquidation.

4. Voting. Except as shall be otherwise stated and expressed herein or in the resolution or resolutions of the Board of Directors providing for the issue of any series and except as otherwise required by the laws of the State of Delaware, the holders of shares of Series Preferred Stock shall have, with respect to such shares, no right or power to vote on any questions or in any proceeding or to be represented at, or to receive notice of, any meeting of stockholders.

PART II COMMON STOCK

1. Dividends. Subject to the rights of the holders of Series Preferred Stock, the holders of Common Stock shall be paid dividends when and as declared by the Board of Directors of the Corporation out of the assets of the Corporation available for the payment of dividends to the extent permitted by law.

2. Voting Rights. Except as otherwise provided by law, holders of Common Stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation.

3. Preemption. Holders of shares of Common Stock shall not, as such, have any preemptive or other right to subscribe for or purchase any shares of capital stock of the Corporation of any class now or hereafter authorized or issued by the Corporation.

FIFTH: The Board of Directors of the Corporation, acting by a majority vote, may alter, amend or repeal the By-laws of the Corporation.

SIXTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

SEVENTH: CORPORATE OPPORTUNITIES. 1. In recognition of the benefits to be derived by the Corporation through its continued contractual, corporate and business relations with E-II Holdings Inc., a Delaware corporation ("E-II") (including service of officers and directors of E-II as officers and directors of the Corporation), the provisions of this Article SEVENTH are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve officers and directors of E-II and the powers, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith.

2. In the event that a director or officer of the Corporation who is also a director or officer of E-II acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both the Corporation and E-II, such director or officer of the Corporation (a) shall have fully satisfied and fulfilled the fiduciary duty of such director or officer to the Corporation and its stockholders with respect to such corporate opportunity, (b) shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of the fact that E-II pursues or acquires such corporate opportunity for itself or directs such corporate opportunity to another person or does not communicate information regarding such corporate opportunity to the Corporation, (c) shall be deemed to have acted in good faith and in a manner such person reasonably believes to be in and not opposed to the best interests of the Corporation for the purposes of Article SIXTH and the other provisions of the Restated Certificate of Incorporation of the Corporation, as amended, and (d) shall be deemed not to have breached his or her duty of loyalty to the Corporation or its stockholders and not to have derived an improper personal benefit therefrom for the purposes of Article SIXTH and the other provisions of the Restated Certificate of Incorporation of the Corporation, as amended, if such director or officer acts in a manner consistent with the following policy:

(i) A corporate opportunity offered to any person who is an officer of E-II, and who is also a director but not an officer of the Corporation, shall belong to E-II unless such opportunity is expressly offered to such person in writing solely in his capacity as a director of the Corporation, in which case such opportunity shall belong to the Corporation;

((ii) a corporate opportunity offered to any person who is a director but not an officer of E-II and who is also a director or officer of the Corporation shall belong to E-II only if such opportunity is expressly offered to such person in writing solely in his capacity as a director of E-II, and otherwise shall belong to the Corporation; and

(iii) a corporate opportunity offered to any person who is an officer of both E-II and the Corporation shall belong to E-II, unless such opportunity is expressly offered to such person in writing solely in his capacity as an officer of the Corporation in which case such opportunity shall belong to the Corporation.

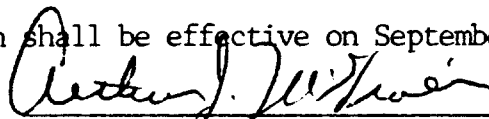
3. For the purpose of this Article SEVENTH, "corporate opportunities" shall include, but not be limited to, business opportunities which the Corporation is financially able to undertake, are, from their nature, in the line of the Corporation's business and are of practical advantage to it, are ones in which the Corporation has an interest or a reasonable expectancy, and in which, by embracing the opportunities, the self-interest of E-II will be brought into conflict with that of the Corporation.

4. For purposes of this Article SEVENTH:

(a) The "Corporation" shall include all successors to the Corporation by way of merger, consolidation or sale of all or substantially all of its assets, and all corporations, partnerships, joint ventures, associations and other entities in which the Corporation owns (directly or indirectly) fifty percent or more of the outstanding voting stock, voting power, partnership interests or similar ownership interests; and


(b) "E-II" shall include all corporations, partnerships, joint ventures, associations and other entities in which E-II owns (directly or indirectly) fifty percent or more of the outstanding voting stock, voting power, partnership interests or similar ownership interests.

This Restated Certificate of Incorporation shall be effective on September 6, 1987 at 12:01 A.M.



Arthur J. McGivern
Vice President

ATTEST:


Kenneth A. Koranda
Assistant Secretary



OFFICE OF THE SECRETARY OF STATE
SPRINGFIELD, ILLINOIS 62756

July 30, 1986

Mr. Reuben S. Barba
C T Corporation System
208 S. La Salle St.
Chicago, Il 60604

RE: BCI HOLDINGS CORPORATION

Dear Sir:

It is our pleasure to approve your request to transact business in the State of Illinois. Enclosed is a Certificate of Authority acknowledging your registration.

This Certificate must be recorded in the Office of the Recorder of the County in which the registered office of the corporation in this state is located, as provided by Section 1.10 of the Business Corporation Act of the State of Illinois.

Securities cannot be issued or sold except in compliance with the Illinois Securities Law of 1953, Illinois Revised Statutes, Chapter 121½, Section 137.1 et seq. For further information, contact the Office of the Secretary of State, Securities Department at (217) 782-2256 (*Springfield*) or (312) 793-3384 (*Chicago*).

The issuance of any shares on which the license and franchise fees have not been previously paid must be reported to the Secretary of State, within 60 days after issuance, as provided by the Act.

The corporation must file an annual report and pay franchise taxes before the first day of its anniversary month (*month of qualification*) next year. A preprinted report will be forwarded to the registered agent as shown by our files approximately 60 days before its anniversary month.

Sincerely yours,

A handwritten signature in cursive script that reads "Jim Edgar".
Jim Edgar
Secretary of State

Corporation Department
Telephone (217) 782-6961

JE:CD



Wherras, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

BCI HOLDINGS CORPORATION

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State
of Illinois, by virtue of the powers vested in me by law, do hereby
issue this certificate and attach hereto a copy of the Application
of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this 30TH
day of JULY *AD 19* 86 *and*
of the Independence of the United States
the two hundred and 11TH.



Jim Edgar

SECRETARY OF STATE

Submit in Duplicate

Remit payment in Certified Check,
Cashiers' Check or a Money Order,
payable to "Secretary of State".
DO NOT SEND CASH!

JIM EDGAR
Secretary of State
State of Illinois

**APPLICATION FOR CERTIFICATE
OF AUTHORITY TO TRANSACT
BUSINESS IN ILLINOIS**

File #

8 6 3 4 0 5 5 2

This Space For Use By
Secretary of State

Date 7-30-86
License Fee \$ 1724.05
Franchise Tax \$ 4310.11
Filing Fee \$ 75.00
Penalties \$ 873.61
Clerk [Signature] \$ 6982.77

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Illinois and submits the following statement.

1. The name of the corporation is _____

(Shall contain the word "corporation", "company", "incorporated",

BCI HOLDINGS CORPORATION

or "limited"; or shall contain an abbreviation of one of such words)

(To be completed only if the corporate name is not available)

and, the name which it elects to assume for use in Illinois, hereby agreeing NOT to use its corporate name in the transaction of business in Illinois, is _____

2. State or Country _____ Date of _____
of Incorporation Delaware; Incorporation October 15, 1985; Period of Duration Perpetual

3. The address of its principal office, wherever located, is _____

Two North La Salle Street, Chicago, Illinois 60602

and the address of its principal office in Illinois is _____

Two North La Salle Street, Chicago, Illinois 60602

4. The name and address of its registered agent and its registered office in Illinois are:

Registered Agent C T CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

Number

Street

Suite # (A P.O. box alone is not acceptable)

Chicago

60604

Cook

City

Zip Code

County

5. The states and countries in which it is admitted or qualified to transact business are: Delaware

6. The names and respective residential addresses of its officers and directors are:

	No. & Street	City	State	Zip
President	Donald P. Kelly	Two North La Salle St	Chicago, Ill.	60602
Secretary	Mary D. Allen	Two North La Salle St	Chicago, Ill.	60602
Director				
Director	SEE	ATTACHED LIST		
Director				

7. The purpose or purposes for which it is organized and which it proposes to pursue in the transaction of business in this State are:

If not sufficient space to cover this point, add one or more sheets of this size

to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, as permitted by the Illinois Business Corporation Act.

86340552

BCI HOLDINGS CORPORATION 3 8 3 4 0 1 5 2

Board of Directors

Kevin A. Bousquette
Kohlberg Kravis Roberts & Co.
9 West 57th Street
41st floor
New York, NY 10019

Roger T. Briggs
Beatrice Companies, Inc.
Two North LaSalle Street
Chicago, IL 60602

Donald P. Kelly
Beatrice Companies, Inc.
Two North LaSalle Street
Chicago, IL 60602

Jerome Kohlberg, Jr.
Kohlberg Kravis Roberts & Co.
9 West 57th Street
41st floor
New York, NY 10019

Henry R. Kravis
Kohlberg Kravis Roberts & Co.
9 West 57th Street
41st floor
New York, NY 10019

Paul E. Raether
Kohlberg Kravis Roberts & Co.
9 West 57th Street
41st floor
New York, NY 10019

Frederick B. Rentschler
Beatrice Companies, Inc.
55 East Monroe Street
Chicago, IL 60603

George R. Roberts
Kohlberg Kravis Roberts & Co.
9 West 57th Street
41st floor
New York, NY 10019

86340552

Joel E. Smilow
Beatrice Consumer Products,
Corp.
700 Fairfield Avenue
P. O. Box 10064
Stamford, CT 06904

Michael T. Tokarz
Kohlberg Kravis Roberts & Co.
9 West 57th Street
41st floor
New York, NY 10019

86340552

8 6 3 4 0 5 5 2

BEATRICE COMPANY

Response No. 26

**OFFICERS OF
BEATRICE COMPANY**

AS OF 1/28/88

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>SOCIAL SECURITY NUMBER</u>
Donald P. Kelly 6630 County Line Road Burr Ridge, IL 60521	Chairman of the Board	330-14-1024
Frederick B. Rentschler Apt. 6305 180 East Pearson Chicago, IL 60611	President Chief Executive Officer	451-68-0387
William S. Mowry, Jr. 100 DeWindt Road Winnetka, IL 60090	Executive Vice President	402-52-4605
Richard J. Pigott 1038 Long Valley Road Glenview, IL 60025	Executive Vice President	340-32-9693
Chance Bahadur 93 Flint Drive Barrington, IL 60010	Vice President Treasurer	327-36-4593
Kevin A. Bousquette 2 Stanwich Lane Greenwich, CT 06830	Vice President	365-64-8612
William P. Carmichael 808 South Garfield Avenue Hinsdale, IL 60521	Vice President Chief Financial Officer	316-44-2069
Michael Fung 270 N. Lyle Avenue Elgin, IL 60120	Vice President Controller	319-42-8973
Arthur J. McGivern 20566 Swansway Barrington, IL 60010	Vice President Associate General Counsel Corporate Secretary	349-38-8638
Michael T. Tokarz 14 Pheasant Drive Rye, NY 10580	Vice President	341-44-2650
Raymond V. Hartman 365 Vine Glen Ellyn, IL 60137	Vice President, Taxes	347-32-7664

OFFICERS OF BEATRICE COMPANY
PAGE 2

<u>NAME AND RESIDENCE ADDRESS</u>	<u>TITLE</u>	<u>SOCIAL SECURITY NUMBER</u>
Gail J. Loveman 2912 Commonwealth Chicago, IL 60657	Assistant Vice President Assistant Treasurer	305-48-3073
Richard F. Janda 9 South 281 Rosehill Lane Downers Grove, IL 60516	Assistant Treasurer	346-24-5709
Kenneth A. Koranda 922 South Thomas Forest Park, IL 60130	Assistant Secretary	348-46-1690
Louis Wallenberg 1245 N. Dearborn Parkway Apt. 2-S Chicago, IL 60610	Assistant Secretary	332-48-1617

Beatrice Company
Two North LaSalle Street
Chicago, Illinois 60602

BEATRICE COMPANY

AS OF 1/14/87

DIRECTORS

<u>NAME AND ADDRESS</u>		<u>SOCIAL SECURITY NO.</u>
Kevin A. Bousquette Kohlberg Kravis Roberts & Co. 9 West 57th Street 42nd floor New York, NY 10019 (Business)	2 Stanwich Lane Greenwich, CT 06830 (Residence)	365-64-8612
Roger T. Briggs Beatrice Companies, Inc. Two North LaSalle Street Chicago, IL 60602 (Business)	1034 Ramona Road Wilmette, IL 60091 (Residence)	044-20-2430
Donald P. Kelly Beatrice Companies, Inc. Two North LaSalle Street Chicago, IL 60602 (Business)	6630 County Line Road Burr Ridge, IL 60521 (Residence)	330-14-1024
erome Kohlberg, Jr. Kohlberg Kravis Roberts & Co. 9 West 57th Street 42nd floor New York, NY 10019 (Business)	Crow Hill Road Mt.Kisco, NY 10549 (Residence)	090-24-1919
Henry R. Kravis Kohlberg Kravis Roberts & Co. 9 West 57th Street 42nd floor New York, NY 10019 (Business)	71 East 71st Street Apt. 8-D New York, NY 10021 (Residence)	444-44-5493
Paul E. Raether Kohlberg Kravis Roberts & Co. 9 West 57th Street 42nd floor New York, NY 10019 (Business)	260 Highland Road Rye, NY 10580 (Residence)	521-64-6671
Frederick B. Rentschler BCI U.S. Food Corp. 55 East Monroe Street Chicago, IL 60603 (Business)	180 E. Pearson Apt. 6305 Chicago, IL 60611 (Residence)	451-68-0387

BEATRICE COMPANY

DIRECTORS
PAGE 2

NAME AND ADDRESS

SOCIAL SECURITY NO.

George R. Roberts
Kohlberg Kravis Roberts & Co.
101 California Street
Suite 4550
San Francisco, CA 94111
(Business)

292 Valfariso
Atherton, CA 94025
(Residence)

459-66-7963

Michael T. Tokarz
Kohlberg Kravis Roberts & Co.
9 West 57th Street
42nd floor
New York, NY 10019
(Business)

14 Pheasant Drive
Rye, NY 10580
(Residence)

341-44-2650

BEATRICE COMPANY
Two North LaSalle Street
Chicago, Illinois 60602